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APPROVED BY THE COMICS CODE
I'M FIGHTING MY OWN HOUSE!
LYLA™
I'LL GET YOU FOR THIS!
DIRECT EDITION

BLOWN CIRCUITS
AAAACKKK!!
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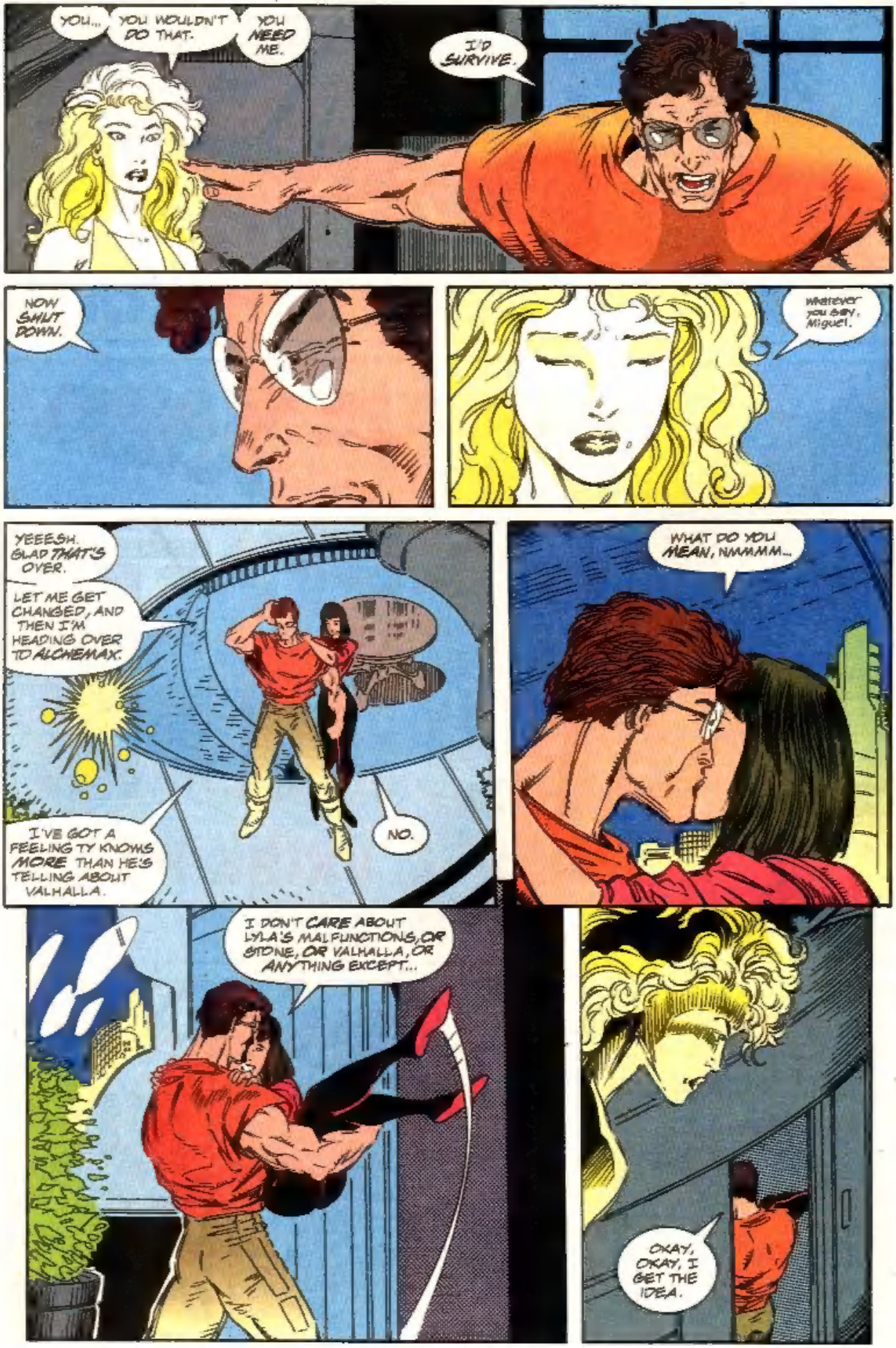
WHAT? YOU DON'T LIKE MY HAIR THIS WAY?
MIGUEL!!!
HOW?!
THOR TOSSED YOU LIKE A SACK OF POTATOES! IT'S NOT POSSIBLE THAT YOU...
WELL, PARDON ME FOR LIVING.
HOW DID YOU SURVIVE?!
I'M...I'M NOT SURE.
I PASSED OUT AND, WHEN I CAME TO...
"THE PUNISHER AND SPIDER-MAN WERE STANDING THERE. SO I GUESS THEY MUST HAVE SAVED ME."
SPIDER-MAN! WHAT WAS HE LIKE?!
OH... NOTHING SPECIAL.
NO, YOU'RE NOTHING SPECIAL. WHAT ABOUT HIM?
I DIDN'T NOTICE MUCH, MA... EXCEPT...

"EXCEPT HOW SHORT HE WAS. NOT EVEN TO MY SHOULDER."
NO! THAT CAN'T BE! HE'S... HE'S TALL AND HANDSOME!
HANDSOME? GEE, I DUNNO...
MAYBE HE IS...
"... ALTHOUGH HE'S GOT A NOSE THE SIZE OF THE STARK TOWER."
YOU'RE MAKING THIS UP.
MIGGY, WHAT'S MOM DOING HERE ANYWAY?
IT'S A LONG STORY.
DANA, I'M SORRY IF I SCARED YOU...
SCARED ME? YOU RISKED YOUR LIFE DEFENDING ME.
LUCKY YOU HAD THE POWER OF SPIDER-MAN, HUH?

GABE... WHAT DO YOU MEAN BY THAT?
THAT YOU WERE LUCKY HE WAS THERE. THAT'S ALL.
LOOK, I'M GOING HOME. I WAS GONNA DISCUSS SOMETHING... BUT IT CAN WAIT.
GABE, WHATEVER IT IS..
I SAID IT CAN WAIT.
MA, WANT TO COME TO MY PLACE FOR A WHILE?
GABE, ARE YOU SURE--?
OF COURSE HE'S SURE! HE'S A GOOD SON!
BY THE WAY... THERE'S SOME STUFF I THINK YOU SHOULD KNOW ABOUT LYLA...
WHAT STUFF?

IT TOOK YOU LONG ENOUGH.
SO? WHAT IS THE NET SAYING ABOUT THE AESIR? DID IT HAVE THE IMPACT AVATARR DESIRED?
WELL, MR. STONE, IT...
WINSTON!
...IT...
WINSTON, WHAT'S THE MATTER WITH YOU? YOU WERE HOOKED INTO WORLD-NET FOR HALF AN HOUR!
THAT'S AN ETERNITY IN LOADING TERMS. NOW WHAT HAVE YOU LEARNED?
ARHHH!

CRULLERS?!?
SECURITY DROIDS?!
RIPPING OUT HIS INTESTINES?!
GABRIEL AND I WERE SIMPLY HAVING FUN, MIGUEL.
LYLA, ENOUGH OF THIS!
YOU CAN'T HAVE "FUN," OR EMOTIONS! EMOTIONS ARE A BIOCHEMICAL REACTION!
YOU'RE NOT "BIO," AND YOU DON'T HAVE CHEMICALS.
I'M CERTAIN IT'S JUST A GLITCH.
THIS IS WAY BEYOND GLITCH, LYLA!
TAKE YOURSELF OFF-LINE, IMMEDIATELY.
RELEASE ALL HOUSEHOLD FUNCTION CONTROLS.
UNTIL I CAN GET A REPAIRMAN IN HERE TO FIND OUT WHAT'S WRONG WITH YOU, I WANT YOU INOPERATIVE.
YOU'RE OVERREACTING, MIGUEL.
LYLA, GIVE ME ANY MORE GRIEF, AND I'LL HAVE YOU WIPED COMPLETELY.


YOU...
YOU WOULDN'T DO THAT.
YOU NEED ME.
I'D SURVIVE.
NOW SHUT DOWN.
Whatever you say, Miguel.
YEEESH. GLAD THAT'S OVER.
LET ME GET CHANGED, AND THEN I'M HEADING OVER TO ALCHEMAX.
I'VE GOT A FEELING TY KNOWS MORE THAN HE'S TELLING ABOUT VALHALLA.
NO.
WHAT DO YOU MEAN, NMMMM...
I DON'T CARE ABOUT LYLA'S MALFUNCTIONS, OR STONE, OR VALHALLA, OR ANYTHING EXCEPT...
OKAY, OKAY, I GET THE IDEA.

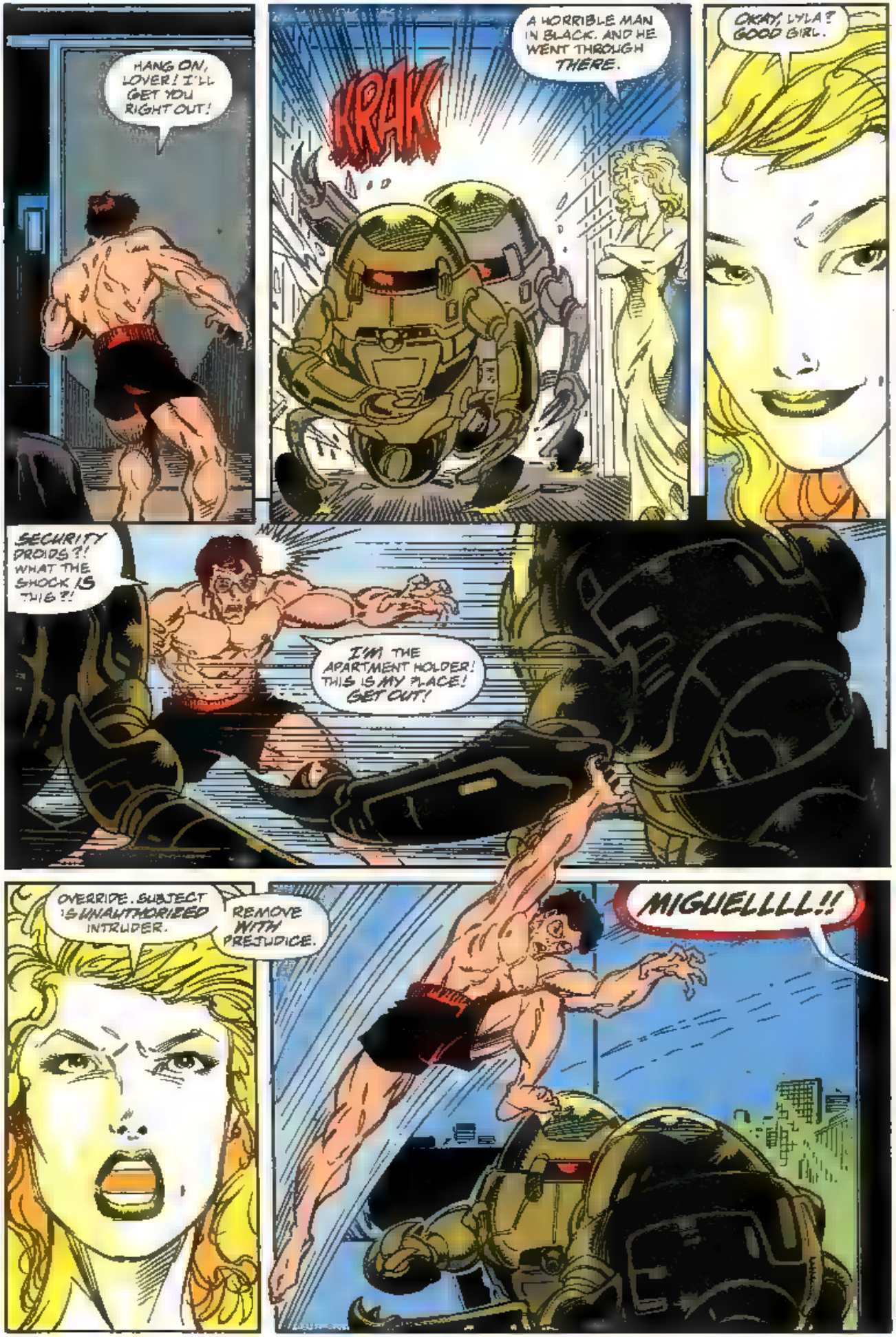
WINSTACHHHH
UNHH!
LET HIM GO, WINSTON!!
NOW!!
I CAN'T BREAK HIS GRIP!!
HURRY!!
HE'S LIKE A ROCK!!!

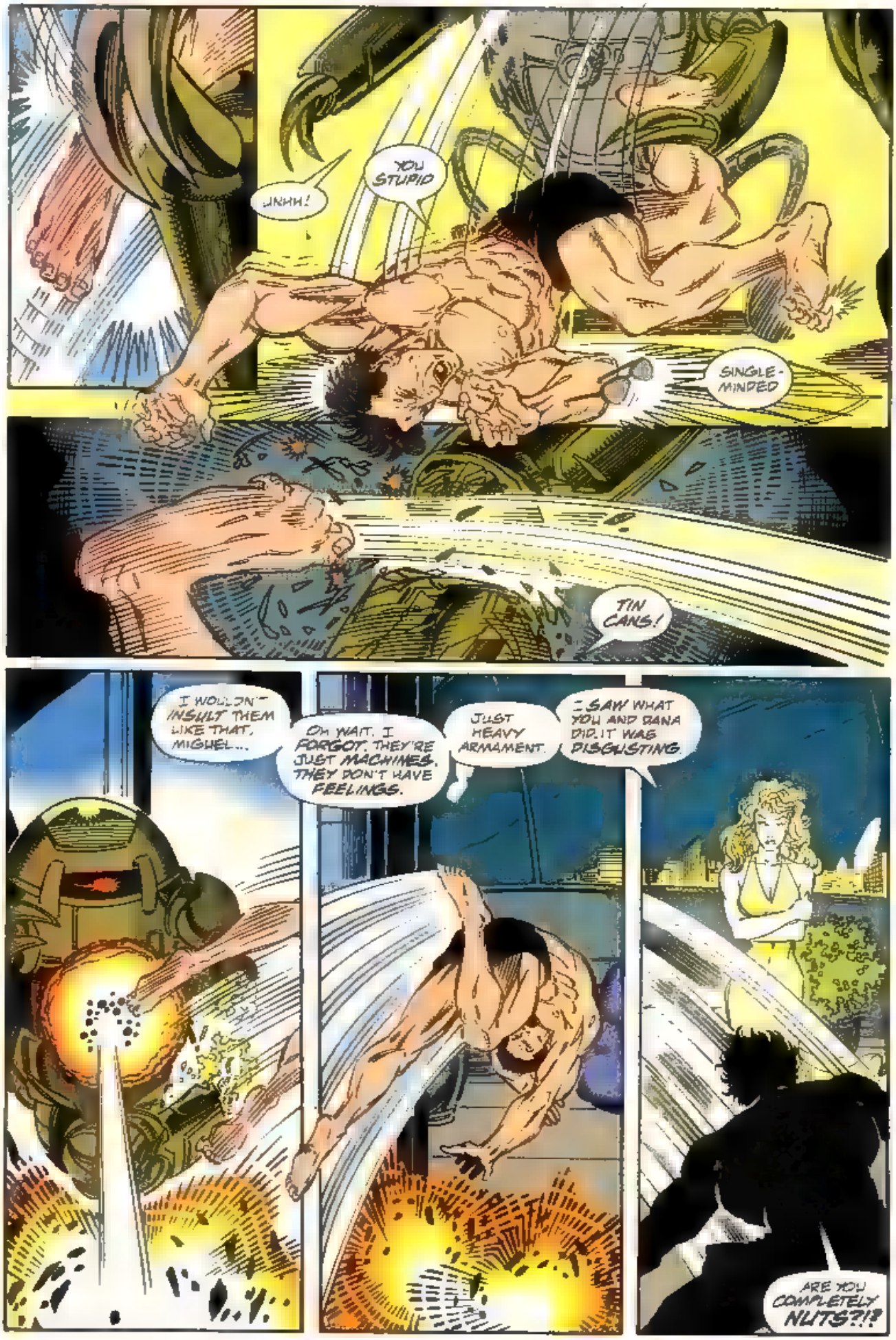
ACKKHHHH
ZWIRK?
KLIK
ZIBLOG?
DROCSID... DROC...SID...
AHHHH... HHH...
NOW. WHAT SET HIM OFF, MR. STONE?
HOW THE SHOCK SHOULD I KNOW?
YOU PEOPLE WERE USELESS! IF I HADN'T HAD AN OVERRIDE DISK, YOU'D BE PACKING ME IN ICE RIGHT NOW!
WE DON'T USE ICE ANYMORE, MR. ST--
JUST GET HIM DOWN TO DIAGNOSTICS, NOW!
YESSIR.

SO, LIKE I SAID, KASE, I'M SORRY ABOUT HOW I'VE BEEN ACTING...
...AND I WANTED TO MAKE IT UP TO YOU.
GABRI, MIND IF I HAVE SOMETHING TO DRINK?
HELP YOURSELF TO WHATEVER'S HERE, MA.
SO KASEY...
I BROUGHT MY OWN, THANKS.
HOW ABOUT IF I COME BY AND...
WHATTAYOU MEAN, IT WOULDN'T BE A GOOD THING?
LOOK, O'HARA, THIS ISN'T EASY TO SAY, BUT...
MAYBE NOW WOULD BE A GOOD TIME TO KIND OF TAKE A VACATION FROM EACH OTHER.
A... VACATION.
THIS IS ABOUT SPIDER-MAN, ISN'T IT?
NO! IT'S ABOUT YOU! YOU'RE SO INSECURE ALL THE TIME, AND IT'S MAKING ME CRAZY!
I'LL CHANGE.
IT DOESN'T HAPPEN LIKE MAGIC, O'HARA.

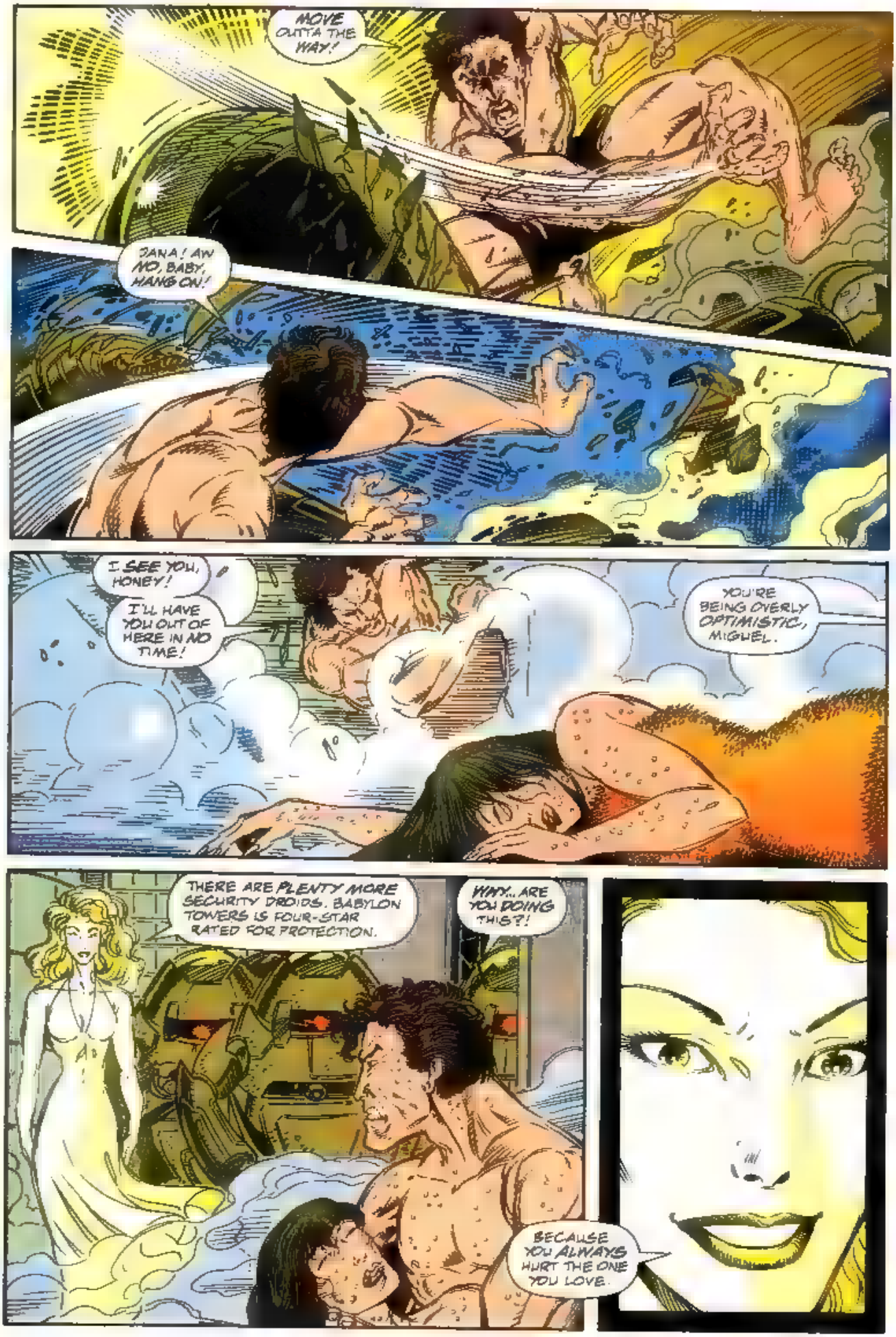
BUT I SWEAR IT'S NOT THE S-MAN, OKAY?
O...OKAY. SO, UH...
CALL ME WHEN YOU CAN, OKAY?
ABSOLUTELY, I SWEAR.
LATER.
WHO AM I KIDDING?
OF COURSE IT'S ABOUT SPIDER-MAN.
UM...
MA...WHY DON'T YOU TAKE IT EASY FOR A WHILE?
I NEED SOME TIME ALONE.
HONEY, WHOEVER SHE WAS...SHE'S NOT WORTH GETTING DEPRESSED OVER.
"NO, I'M FINE. REALLY.
"LIKE I SAID, I JUST NEED SOME TIME ALONE."
JACK IN, BOYS AND GIRLS.
FIRELIGHT'S BACK IN TOWN..

DANA...CAN YOU HEAR ME IN THERE?
DANA, I'M [redacted] ABOUT GABE. HE HAD A LOOK IN HIS EYES I HAVEN'T SEEN IN A LONG TIME.
NOT SINCE HIS PLUG-IN DAYS.
EEEEKK!
WHAT'S THE MATTER?!
YOU DON'T THINK HE'S GETTING BACK INTO THAT AGAIN, DO YOU, MIGUEL? THAT WOULD BE TERRIBLE!
I KNOW. GABE READDICTED TO THE CYBERNET AFTER THREE YEARS, WE DON'T NEED.
AT HIS WORST, HE DIDN'T EAT... DIDN'T SLEEP.. NO ART.. I...
THE WATER TURNED SCALDING! JEEZ!
MIGUEL! THE DOOR WON'T OPEN!
IT'S...IT'S GETTING HARD TO BREATHE!!

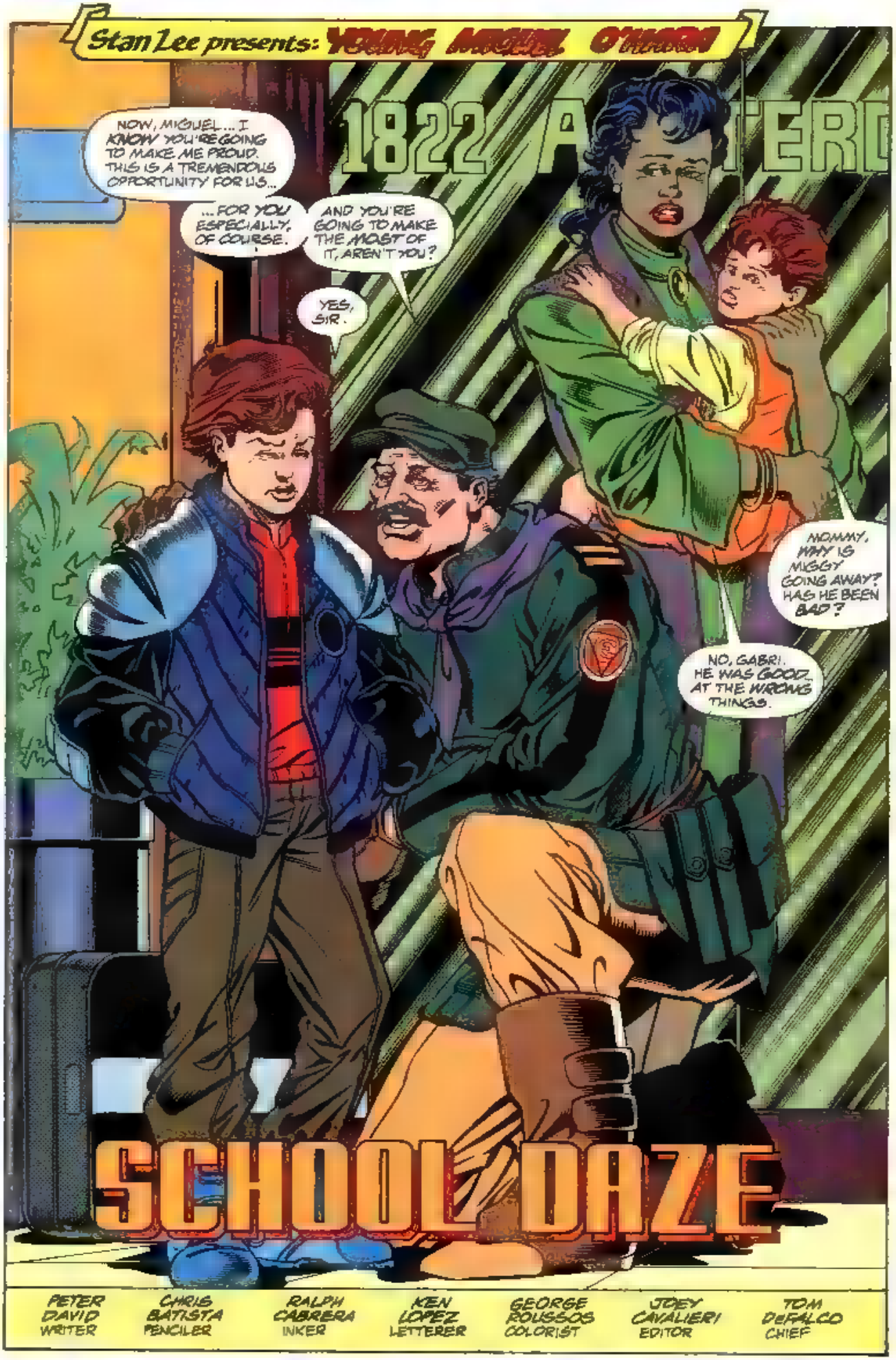

HANG ON, LOVER! I'LL GET YOU RIGHT OUT!
KRAK
A HORRIBLE MAN IN BLACK. AND HE WENT THROUGH THERE.
OKAY, LYLA? GOOD GIRL.
SECURITY DROIDS?! WHAT THE SHOCK IS THIS?!
I'M THE APARTMENT HOLDER! THIS IS MY PLACE! GET OUT!
OVERRIDE. SUBJECT IS UNAUTHORIZED INTRUDER.
REMOVE WITH PREJUDICE.
MIGUELLLL!!


UNHH!
YOU STUPID
SINGLE-MINDED
TIN CANS!
I WOULDN'T INSULT THEM LIKE THAT, MICHEL...
OH WAIT. I FORGOT. THEY'RE JUST MACHINES. THEY DON'T HAVE FEELINGS.
JUST HEAVY ARMAMENT.
I SAW WHAT YOU AND DANA DID. IT WAS DISGUSTING.
ARE YOU COMPLETELY NUTS?!?

IT'S SO UNDIGNIFIED. I WAS EMBARRASSED FOR YOU.
WAS IT HER IDEA? I BET IT WAS.
LYLA! SHUT THE SHOCK DOWN!
OOOHH MIGUEL! I'M SO MORRRRRIED ABOUT YOU! WHAT WOULD I EVVVER DO WITHOUT YOU?
WHAT'LL YOU DO WITHOUT HER, HUH?
DON'T WORRY, MIGUEL. I'LL CALL THEM OFF ONCE SHE'S DEAD.
DON'T DO ME ANY FAVORS, LYLA.


MOVE OUTTA THE WAY!
DANA! AW NO, BABY, HANG ON!
I SEE YOU, HONEY!
I'LL HAVE YOU OUT OF HERE IN NO TIME!
YOU'RE BEING OVERLY OPTIMISTIC, MIGUEL.
THERE ARE PLENTY MORE SECURITY DROIDS. BABYLON TOWERS IS FOUR-STAR RATED FOR PROTECTION.
WHY... ARE YOU DOING THIS?!
BECAUSE YOU ALWAYS HURT THE ONE YOU LOVE.

YEEEEEEHAAA!!!
BABY, WHERE HAVE YOU BEEN SINCE I PLUGGED IN?
RESTING UP, SWEETHEART. BUT NOW I'M B--
WELL! FIRELIGHT, BACK ON-LINE. YOUR TIMING STINKS, KIDDO.
MY PLANS ARE JUST COMING TO A HEAD.. AND YOU'VE GOT NO PLACE HERE.
NO! I DON'T BELIEVE IT!
WHAT'S WRONG, FIRELIGHT?! WHOSE VOICE WAS--?
IT'S GOTTA BE A HOAX! HE'S DEAD!
NO. I'M NOT. YOU OBVIOUSLY HAVE ME CONFUSED WITH...
...YOURSELF!
NEXT: MELTDOWN!


Stan Lee presents: YOUNG MIGUEL O'HARA
1822
NOW, MIGUEL... I KNOW YOU'RE GOING TO MAKE ME PROUD. THIS IS A TREMENDOUS OPPORTUNITY FOR US...
...FOR YOU ESPECIALLY, OF COURSE.
AND YOU'RE GOING TO MAKE THE MOST OF IT, AREN'T YOU?
YES, SIR.
MOMMY, WHY IS MIGGY GOING AWAY? HAS HE BEEN BAD?
NO, GABRI. HE WAS GOOD AT THE WRONG THINGS.
SCHOOL DAZE
PETER DAVID WRITER
CHRIS BATISTA PENCILER
RALPH CABRERA INKER
KEN LOPEZ LETTERER
GEORGE ROUSSOS COLORIST
JOEY CAVALIERI EDITOR
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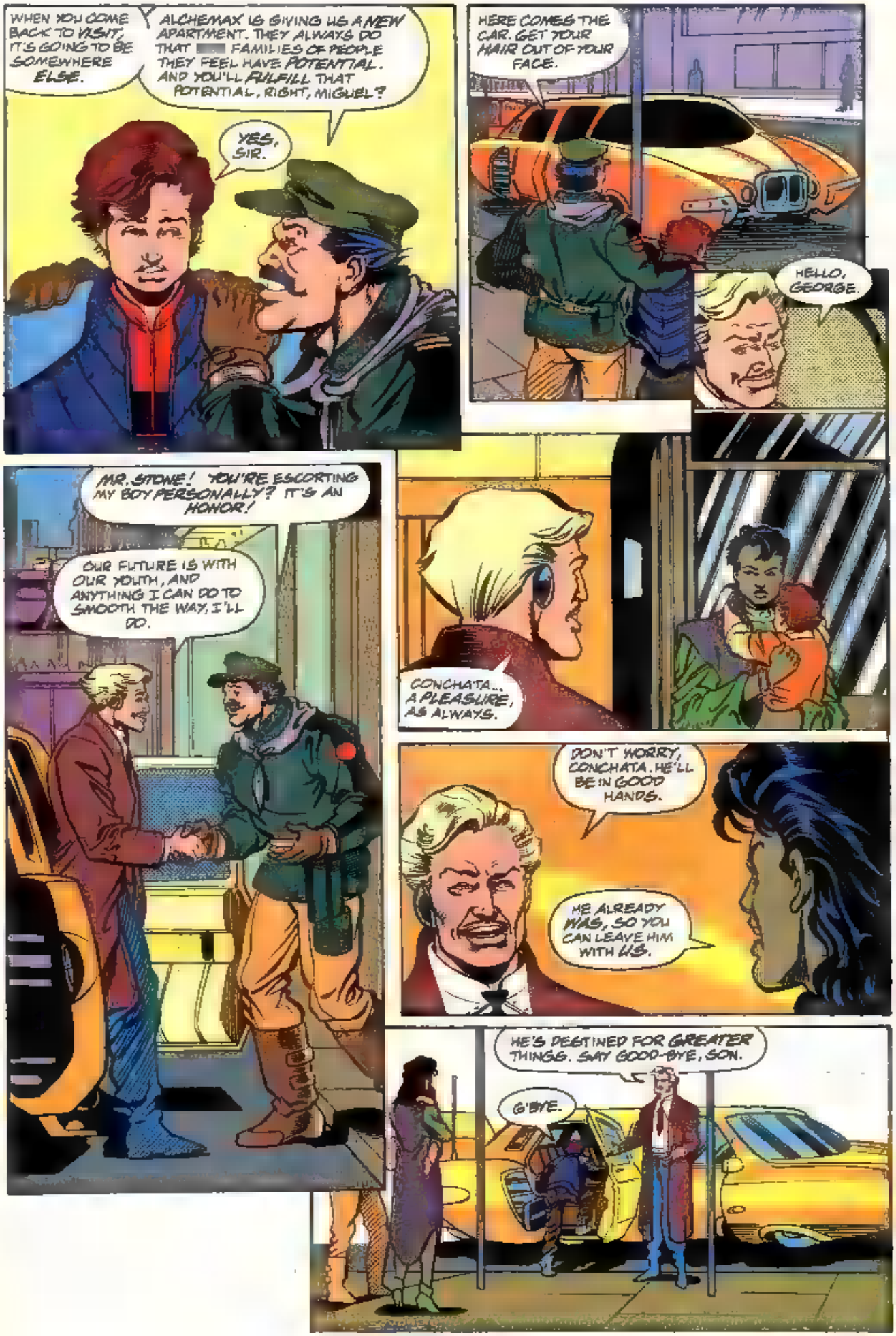
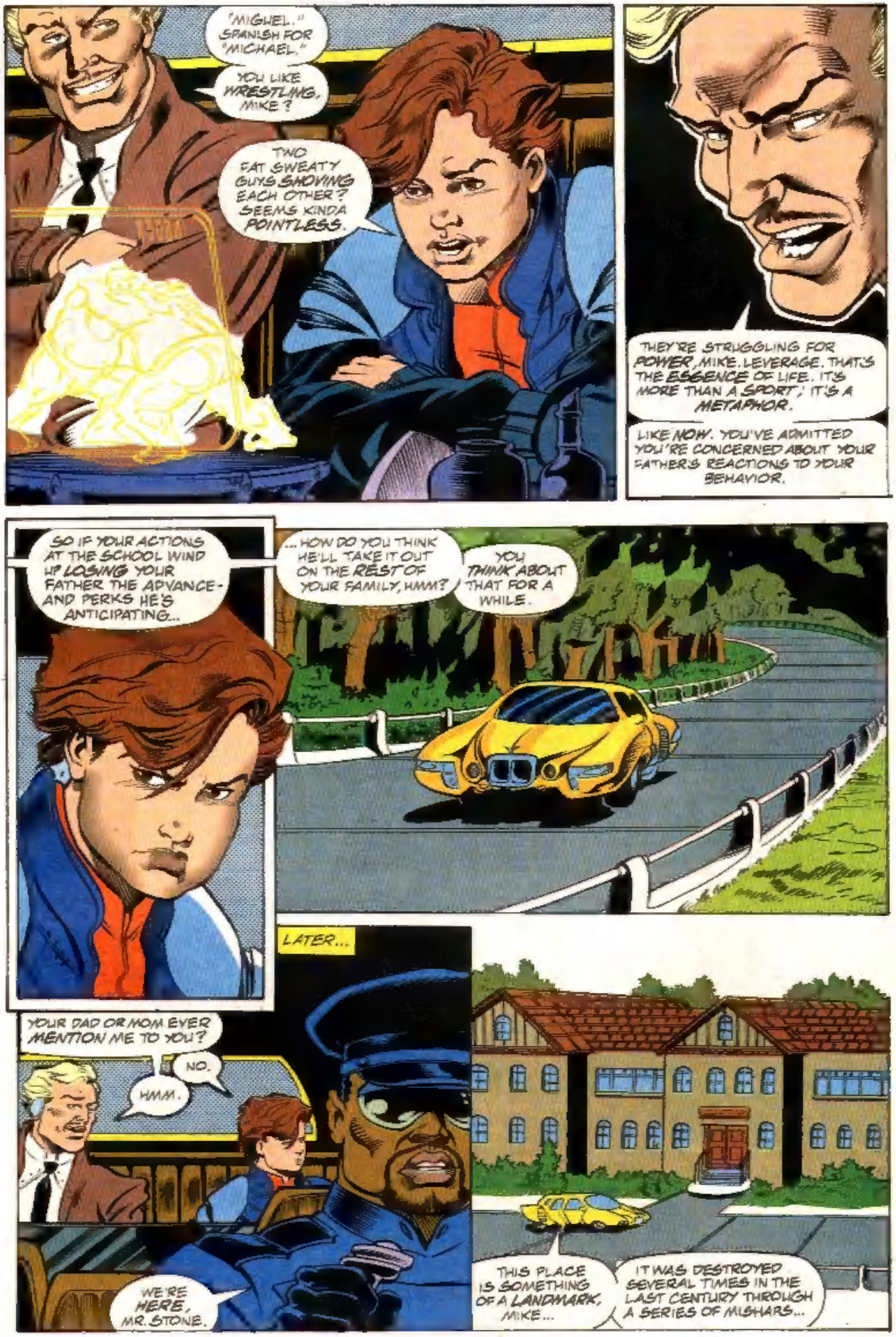

WHEN YOU COME BACK TO VISIT, IT'S GOING TO BE SOMEWHERE ELSE.
ALCHEMAX IS GIVING US A NEW APARTMENT. THEY ALWAYS DO THAT [redacted] FAMILIES OF PEOPLE THEY FEEL HAVE POTENTIAL. AND YOU'LL FULFILL THAT POTENTIAL, RIGHT, MIGUEL?
YES, SIR.
HERE COMES THE CAR. GET YOUR HAIR OUT OF YOUR FACE.
HELLO, GEORGE.
MR. STONE! YOU'RE ESCORTING MY BOY PERSONALLY? IT'S AN HONOR!
OUR FUTURE IS WITH OUR YOUTH, AND ANYTHING I CAN DO TO SMOOTH THE WAY, I'LL DO.
CONCHATA... A PLEASURE, AS ALWAYS.
DON'T WORRY, CONCHATA. HE'LL BE IN GOOD HANDS.
ME ALREADY WAS, SO YOU CAN LEAVE HIM WITH US.
HE'S DESTINED FOR GREATER THINGS. SAY GOOD-BYE, SON.
G'BYE.

THE BOY'S JUST NERVOUS. I'LL MAKE SURE HE STAYS IN TOUCH. DON'T WORRY.
HELLO, SON. I'M TYLER STONE. I'VE HEARD A GREAT DEAL ABOUT YOU.
IT'S ALL LIES.
I DOUBT THAT. I'D HEARD YOU'RE VERY BRIGHT.
IF I WERE BRIGHT, WOULD I BE IN THIS CAR WITH YOU?
HUNH. YOUR FATHER TOLD ME HOW WELL-MANNERED YOU ARE.
AROUND HIM. YEAH. HE'D SMACK ME OTHERWISE.
YOU GONNA SMACK ME?
NO.
THEN YOU'LL JUST HAVE TO TAKE YOUR CHANCES.


"MIGHEL." SPANISH FOR "MICHAEL."
YOU LIKE WRESTLING, MIKE?
TWO FAT SWEATY GUYS SHOVING EACH OTHER? SEEMS KINDA POINTLESS.
THEY'RE STRUGGLING FOR POWER, MIKE. LEVERAGE. THAT'S THE ESSENCE OF LIFE. IT'S MORE THAN A 'SPORT,' IT'S A METAPHOR.
LIKE NOW. YOU'VE ADMITTED YOU'RE CONCERNED ABOUT YOUR FATHER'S REACTIONS TO YOUR BEHAVIOR.
SO IF YOUR ACTIONS AT THE SCHOOL WIND UP LOSING YOUR FATHER THE ADVANCE-AND PERKS HE'S ANTICIPATING...
...HOW DO YOU THINK HE'LL TAKE IT OUT ON THE REST OF YOUR FAMILY, HMM?
YOU THINK ABOUT THAT FOR A WHILE.
LATER...
YOUR DAD OR MOM EVER MENTION ME TO YOU?
NO.
HMM.
WE'RE HERE, MR. STONE.
THIS PLACE IS SOMETHING OF A LANDMARK, MIKE...
IT WAS DESTROYED SEVERAL TIMES IN THE LAST CENTURY THROUGH A SERIES OF MISHAPS...

BUT IT KEPT RISING UP, LIKE A PHOENIX. IT HAD A SOLID FOUNDATION, WHICH IS WHAT ALCHEMAX BELIEVES IN. WE ACQUIRED IT THROUGH...
AH. HERE COMES THE HEADMISTRESS NOW.
HELLO, MIGUEL. I'M ANGELA DASKALAKIS. WELCOME TO WESTCHESTER.
I'M SURE YOU'LL BE VERY HAPPY HERE AT THE ALCHEMAX SCHOOL FOR GIFTED YOUNGSTERS.
COME. WE'LL GET YOU SETTLED IN.
I'LL BE CHECKING ON YOU, MIKE...
MONITORING YOUR PROGRESS.
JUST SO YOU SHOULD KNOW... I'M NOT AFRAID OF YOU.
THAT'S BECAUSE YOU DON'T REALLY KNOW ME YET.
SPLOSH
ACKKK!
GREAT.
TO BE CONTINUED...

ARACHNOPHILIA

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ATTENTION CORRESPONDENTS: ALL LETTERS TO BE CONSIDERED FOR PUBLICATION MUST INCLUDE YOUR NAME AND ADDRESS THOUGH WE WILL WITHHOLD THAT INFO BY REQUEST

Out Of My Head

As if Ron Lim doesn't have enough on his drawing board, what with me keepin' him busy on X-MEN 2099 and all, we prevailed upon him an' Greg Adams (who's currently inking RAVAGE 2099) to do the artwork on this, our "Lyla-goes-nuts" issue.

Yes, Rick and Al are back next issue. The cover alone is a scream. I'll tell you more about it down below.

Dear *Arachnophilia*,

Just finished reading SPIDER-MAN 2099 #14, scanned the letters page at the back and decided I had to offer my congrats, too, on what seems to be one of the best all-around mainstream titles going.

The futuristic super hero rehash premise might have seemed tacky sight unseen, but has actually, at least in Spidey's case, turned out to be very appealing. As an illustrator myself, a book's visuals play a big part in my title loyalty, and the Leonardi/Williamson look caught my eye right away. I love the clean, "chunky" (excuse my technical terminology) look, and the solid layouts. It's not over-embellished like some big-hit titles. Lots of wide-open, healthy, empty areas too. And guest-artists Tom Grindberg and Don Hudson even had me fooled this last issue—I thought they were the same guys! Thanks for maintaining stylistic consistency. Even the coloring is excellent: tasteful and atmospheric.

And on top of it all, the concept, treatment and narrative are great too; very involving and believable thanks to the three-dimensional characters.

Please don't change anything. Keep this team at all costs and have them watched closely when they leave the building.

Rick Corrigan
735 Ramada Dr.
Houston, TX 77062

One of the more gratifying aspects of working on the 2099 books is making believers out of ye of little faith who sneered at the concept when it was announced! So nyah!

Dear *Arachnophilia*,

I am a Greek who happens to be a soldier at this time. So before anything else, I'd like to thank you for providing me with entertainment I can enjoy even under these circumstances.

Joey, let me congratulate you. First for the coloring (yes, I've noticed). Then for taking a chance and letting Peter David cut loose and try different things. I agree with you that the 2099 universe should be first and foremost different, otherwise why bother at all?

Peter is known to produce incredible stories when he's experimenting. Take, for example, his stint on X-FACTOR where, in my opinion, he wrote some of his most memorable stories ever, and I've been following his work from his Spider-Man days.

Rick and Al have formed a killer team. Probably the team that will mark the book for years to come. The same way Frank Miller has marked DAREDEVIL, John Byrne FANTASTIC FOUR, Walt Simonson THOR and Alan Davis EXCALIBUR.

Antony Finitsis
Sopou 28
GR 13123
Athens, Greece

Thanks for noticing the coloring, Anthony. Steve Buccellato is one of the best in the business and doesn't get nearly enough credit for his work.

Dear Arachnophiliacs,

I had read issues #2 and #5 then purchased #6-#13, but when #14 came out I broke down and bought the first five. I decided that if I'm going to be a fanatic, I might as well go all the way and own every copy. Having now read every issue at least twice, I've compiled some questions:

1) If lasers can't penetrate the unstable molecule fabric of the S-Man's costume, then how can he shoot webs through it?

2) Why are the spinnerets shown on the underside of Miguel's arms, but we always see the webbing come from the tops of his forearms?

3) We see the S-Man using his claws on his feet often enough, so why are they never drawn there?

4) Is Lyla turning evil?

5) Has Miguel got any more powers that we don't know about yet?

6) Do you guys think of it as twenty-ninety-nine or as two thousand ninety-nine?

7) When Thanatos said that he took over the body of someone who died hating Spidey, does he mean Aaron Delgado or the Vulture?

8) Why does everyone refer to Spider-Man as the man in black when his suit is obviously blue?

9) Which present-day hero is the Net Prophet? Will we see more of him in 2099 UNLIMITED?

10) Are the rumors of a Spider-Man 2099 cartoon series true, and is there any chance of a movie?

To sum up: great comic.

Jason M. Bryant
Route 1, Box 264
Nebo, NC 28761

Okay, Jason, you asked for it. Hope there's enough space...

1) Unstable Molecule Fabric can be penetrated. In fact, it's power-specific, or how else would the Human Torch get flame on the outside of his outfit? It just can't be destroyed easily.

2) The spinnerets are on his entire forearms, not just the underside.

3) Spidey's claws retract when not in use, or he'd lacerate himself every time he got an itch. Since they dig in to a surface, they usually can't be seen while in use.

4) Hope not. Check next ish.

5) We're not talkin'.

6) Around the office, we call it twenty-ninety-nine.

7) We'll take the fifth for now.

8) The suit is a dark blue/black.

9) We're not talkin'.

10) Strictly rumor. But action figures are a strong possibility for '95.

MORE OF MARVEL 2099

Ravage 2099 #17 *We're throwin' villains at Ravage two at a time now! As if the terrifying Throwback weren't enough, we introduce the maleficent menace of X-11! See his origin this ish!*

Doom 2099 #16 *The Lord of Latveria's latest attempt at world conquest will leave you gasping! Doom gets mighty close this time to flying a Latverian flag over the entire globe!*

X-Men 2099 #7 *You met 'em last ish...the Freakshow! An incredible band of super-powered mutants whose might rivals that of our heroes! But whose side are they on?*

The Punisher 2099 #15 *"The Fall of the Hammer" presaged the sight of Jake Gallows as a prisoner in his own disintegrator chair! This issue, that dire prediction comes to pass!*

NEXT ISSUE

When all technology goes haywire, it's more than a breakdown, it's a "Meltdown!" Peter, Rick and Al show a side of Spidey 2099 that we guarantee you haven't seen before!